

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: § (CHAPTER 11)
§
THINK3 INC. § CASE NUMBER 11-11252
§
DEBTOR. §

**VERIFIED LIST OF EQUITY SECURITY HOLDERS
FILED BY THINK3 INC.**

I declare under penalty of perjury that the list below of equity security holders is a true and correct list of equity security interest holders in think3 Inc. as of May 18, 2011.

<u>Owner</u>	<u>Shares Common Stock</u>	<u>Percent Ownership</u>
ESW Capital LLC 6011 W. Courtyard Dr. Austin, TX 78730	1,000	100%

Dated: May 18, 2011.

By: /s/ Rebecca A. Roof
Name: Rebecca A. Roof
Title: Chief Restructuring Officer

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document will be served on the parties listed on the proposed Master Service List filed contemporaneously herewith, and in the manner specified by the Debtor's Certificate of Service Concerning First Day Pleadings contemporaneously with service of Debtor's other first day pleadings filed in this case.

/s/ Brooks Hamilton

Brooks Hamilton